

1. Under Rule 8(b) of the Federal Rules of Civil Procedure, Defendants deny each and every factual allegation contained within Plaintiff's Complaint except those expressly admitted herein.
2. Defendants are without information or knowledge sufficient to admit or deny the allegation of Plaintiff's corporate existence or status in Paragraph 1 of Plaintiff's Complaint.
3. Defendants are without information or knowledge sufficient to admit or deny the allegation of Defendant Regionald J. Charlton's citizenship or residence.
4. Defendants admit the allegations in Paragraphs 3 and 4 of Plaintiff's Complaint.
5. Defendants deny the jurisdiction and venue are proper in this Court as alleged in Paragraphs 5 and 6 of Plaintiff's Complaint.

6. Defendants are without information or knowledge sufficient to admit or deny the allegations in Paragraph 7 of Plaintiff's Complaint.

7. Defendants admit they are primary beneficiaries under the Marie Charlton's term life insurance policy No. 209 065 485 US (the "Policy").

8. Defendants admit Marie Charlton applied for accelerated death benefits in the summer of 2012 and that Charlton received accelerated benefits from Plaintiff in November 2012, but are without information or knowledge sufficient to admit or deny the allegations in Paragraph 9 of Plaintiff's Complaint.

9. Defendants admit Marie Charlton died on December 2, 2012, as alleged in Paragraph 10 of Plaintiff's Complaint. Defendants further admit they received checks in the amount of \$130,498.92 of policy proceeds in December 2012 and that no money was deposited into their respective accounts due to a stop payment instruction on the checks as also alleged in Paragraph 10 of Plaintiff's Complaint.

10. Defendants are without information or knowledge sufficient to admit or deny the allegation of competing claims in Paragraph 11 of Plaintiff's Complaint.

11. Defendants are without information or knowledge sufficient to admit or deny the allegations in Paragraphs 12-17 of Plaintiff's Complaint.

AFFIRMATIVE DEFENSES

12. Plaintiff failed to state a claim upon which relief may be granted.

13. This Court lacks jurisdiction over Plaintiff's claims.

14. Venue in this Court is improper.

15. Plaintiff's attorneys' fees are not reasonable or necessary.

PRAYER

WHEREFORE, Defendants James Joseph Haynes and Velina Haynes Johnson respectfully request that Plaintiff take nothing by this suit, that this action be dismissed, and that the Court award Defendants costs and such further relief, general or special, at law or in equity, to which Defendants may show themselves justly entitled.

Respectfully submitted,

**CHAMBERLAIN, HRDLICKA, WHITE,
WILLIAMS & AUGHTRY**

By: /s/ C. Larry Carbo
Brett T. Berly
State Bar No. 24050288
C. Larry Carbo, III
State Bar No. 24031916
Ryan O. Cantrell
State Bar No. 24055259
1200 Smith Street, Suite 1400
Houston, Texas 77002-4310
Telephone: (713) 658-1818
Facsimile: (713) 658-2553

**ATTORNEYS FOR DEFENDANTS,
JAMES JOSEPH HAYNES AND
VELINA HAYNES JOHNSON**

CERTIFICATE OF SERVICE

I hereby certify that a copy of the above and foregoing pleading has been served upon all counsel of record by filing the same in this Court's CM/ECF system, on this 11th day of March, 2013.

Andrew C. Whitaker
Figari & Davenport, L.L.P.
3400 Bank of America Plaza
901 Main Street
Dallas, Texas 75202

/s/ C. Larry Carbo